



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

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**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF IP NETWORKS, INC.
TO LEVEL 3 COMMUNICATIONS, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-100

Comments Due: May 14, 2013
Reply Comments Due: May 21, 2013

On April 19, 2013, IP Networks, Inc. (IPN) and Level 3 Communications, LLC (Level 3) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer control of IPN to Level 3.

IPN, a Delaware corporation, provides facilities-based interstate, intrastate, and competitive local exchange services in California. Applicants state that the following individuals or entities own 10 percent or more of the various classes of stock of IPN: W. Leslie Pelio; Fiberco, General Engineering Contractors, Inc.; Nokia Siemens Networks US LLC; Susan G. George; Robert George Family Trust dated March 19, 1993.²

Level 3, a Delaware limited liability company, is a wholly owned subsidiary of Level 3 Financing, Inc., a Delaware corporation operating as a holding company. Level 3 Financing, Inc. is a wholly owned subsidiary of Level 3 Communications, Inc. (Level 3 Parent), a Delaware corporation. Applicants state that Level 3 provides interstate, intrastate, and competitive local exchange services throughout the U.S. Applicants further state that the following entities own directly or indirectly at least 10 percent of the equity of Level 3 Parent: STT Crossing Ltd. (Mauritius citizenship, 25.6 percent of the common equity of Level 3 Parent); STT Communications Ltd (Singapore citizenship, 100 percent owner of STT Crossing Ltd.); Singapore Technologies Telemedia Pte Ltd (ST Telemedia) (Singapore citizenship, 100 percent owner of STT Communications Ltd); Temasek Holdings (Private) Limited (Temasek) (Singapore citizenship, 100 percent owner of ST Telemedia); Southeastern Asset

¹ 47 C.F.R § 63.03; *see* 47 U.S.C. § 214.

² David Zuniga is the principal shareholder of Fiberco, General Engineering Contractors, Inc.. Nokia Siemens Networks US LLC is a wholly owned subsidiary of Nokia Siemens Networks, a Finland-based entity. Applicants state that all other shareholders of IPN are U.S. citizens.

Management, Inc. (SAM) (U.S. citizenship).³ Applicants state that Temasek is wholly owned by the Government of Singapore through the Minister for Finance.

Pursuant to the terms of the proposed transaction, Level 3 will obtain control of IPN through the merger of IPN with Level 3 IPN Acquisition, Inc., a wholly owned subsidiary of Level 3. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of IP Networks, Inc.
to Level 3 Communications, LLC, WC Docket No. 13-100 (filed Apr. 19, 2013).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before May 14, 2013**, and reply comments **on or before May 21, 2013**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁵

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules.⁶ Persons making *ex parte* presentations must file a

³ SAM holds sole or shared voting rights for 21.6 percent of the outstanding shares of Level 3 Parent that are otherwise owned by other entities for whom SAM acts as an investment advisor. None of SAM's owners holds a 10 percent or greater direct or indirect interest in Level 3 Parent.

⁴ 47 C.F.R. §63.03 (b)(2)(i).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

⁶ 47 C.F.R. §§ 1.1200 *et seq.*

copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Jodie May at (202) 418-0913.

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